



CORPORATION SERVICE COMPANY

RECORDATION NO. 22985-F FILED

APR 11 '07

4-05 PM

SURFACE TRANSPORTATION BOARD



April 10, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 844707/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 04/17/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Salt River Pima-Maricopa Indian Community dba Phoenix Cement Corporation  
8800 East Chaparral Road, Suite 155  
Scottsdale, AZ 85250

**Lessor:**

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20<sup>th</sup> Floor  
New York, NY 10036

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of December, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT CORPORATION, a Sovereign Nation, with an address at 8800 EAST CHAPARRAL ROAD, SUITE 155, SCOTTSDALE, AZ 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given Recordation Number 22965.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY

By: DALE DILLON  
Name: DALE DILLON  
Title: VICE PRESIDENT COAL COMBUSTION PRODUCTS + LOGISTICS

# Schedule A

## Number of Cars

## Equipment Description

23 3,230 C.F., P.D. covered hopper car

1	CEFX	95211
2	CEFX	95387
3	CEFX	95402
4	CEFX	95403
5	CEFX	95404
6	CEFX	95406
7	CEFX	95407
8	CEFX	95408
9	CEFX	95409
10	CEFX	95410
11	CEFX	95411
12	CEFX	95929
13	CEFX	95956
14	CEFX	95958
15	CEFX	95963
16	CEFX	95964
17	CEFX	96020
18	CEFX	96049
19	CEFX	96058
20	CEFX	96064
21	CEFX	96077
22	CEFX	96082
23	CEFX	96091